

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): \_\_\_\_\_

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Whiting Petroleum Corporation2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 20-0098515

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1700 Lincoln Street

Number Street

Number Street

Suite 4700

P.O. Box

DenverCO80203

City

State

Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Denver County

County

Number Street

City State Zip Code

5. Debtor's website (URL) www.whiting.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: \_\_\_\_\_

Debtor Whiting Petroleum Corporation  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**2111**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of Texas

When

04/01/2020

List all cases. If more than 1, \_\_\_\_\_

Debtor Whiting Petroleum Corporation  
Name

Case number (if known) \_\_\_\_\_

attach a separate list.

Case number, if known \_\_\_\_\_

MM / DD / YYYY

**11. Why is the case filed in this district?***Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number	Street		
_____	_____		
City	State	Zip Code	
_____	_____	_____	

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors<sup>1</sup>**

- |                                  |  |   |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input checked="" type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000           |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000        |
| <input type="checkbox"/> 200-999 |  |   |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

<sup>1</sup> The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Debtor Whiting Petroleum Corporation  
Name

Case number (if known) \_\_\_\_\_

**16. Estimated liabilities**

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/01/2020  
MM/DD / YYYY

**X**/s/ Correne S. Loeffler

Signature of authorized representative of debtor

Correne S. Loeffler

Printed name

Title Chief Financial Officer**18. Signature of attorney****X**/s/ Matthew D. Cavanaugh

Signature of attorney for debtor

Date

04/01/2020

MM/DD/YYYY

Matthew D. Cavanaugh

Printed name

Jackson Walker L.L.P.

Firm name

1401 McKinney Street, Suite 1900

Number

Street

Houston

City

Texas

State

77010

ZIP Code

(713) 752-4200

Contact phone

mcavanaugh@jw.com

Email address

24062656

Bar number

Texas

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
<b>Southern District of Texas</b>	
(State)	
Case number (if known): _____	Chapter <u>11</u>

☐ Check if this is an amended filing

### **Rider 1**

#### **Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Whiting Petroleum Corporation.

Whiting Canadian Holding Company ULC
Whiting Oil and Gas Corporation
Whiting Petroleum Corporation
Whiting Resources Corporation
Whiting US Holding Company

Fill in this information to identify the case:

Debtor name Whiting Petroleum Corporation et al.United States Bankruptcy Court for the: Southern District of Texas

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	The Bank of New York Mellon Trust Company, N.A. 2 North LaSalle - 7th Floor Chicago, IL 60602	Attn: Sharon K. McGrath Title: Vice President Phone: (312) 827-3262 Email: sharon.mcgrath@bnymellon.com	6.625% Senior Notes due 2026				\$ 1,000,000,000
2	The Bank of New York Mellon Trust Company, N.A. 2 North LaSalle - 7th Floor Chicago, IL 60602	Attn: Sharon K. McGrath Title: Vice President Phone: (312) 827-3262 Email: sharon.mcgrath@bnymellon.com	5.75% Senior Notes due March 2021				\$ 774,000,000
3	The Bank of New York Mellon Trust Company, N.A. 2 North LaSalle - 7th Floor Chicago, IL 60602	Attn: Sharon K. McGrath Title: Vice President Phone: (312) 827-3262 Email: sharon.mcgrath@bnymellon.com	6.25% Senior Notes due April 2023				\$ 408,000,000
4	The Bank of New York Mellon Trust Company, N.A. 2 North LaSalle - 7th Floor Chicago, IL 60602	Attn: Sharon K. McGrath Title: Vice President Phone: (312) 827-3262 Email: sharon.mcgrath@bnymellon.com	1.25% Convertible Senior Notes due April 2020				\$ 262,000,000
5	Schlumberger Technology Corporation 5599 San Felipe 17th Floor Houston, TX 77056	Attn: Olivier Le Peuch Title: CEO Phone: (281) 635-5194 Email: lepeuch1@slb.com Fax: (281) 285-0233	Trade Payables				\$ 8,839,604
6	Halliburton Energy Services Inc 3000 N. Sam Houston Pkwy E. Houston, TX 77032	Attn: Jeff Miller Title: Chairman, President & CEO Phone: (281) 871-4000 Email: jeff.miller@halliburton.com Fax: (281) 876-4455	Trade Payables				\$ 8,366,793
7	Polar Midstream 2300 Windy Ridge Parkway Suite 840N Atlanta, GA 30339	Attn: J. Heath Deneke Title: President & CEO Phone: (832) 413-4770 Email:	Trade Payables				\$ 3,662,779
8	Baker Hughes 17021 Aldine Westfield Road Houston, TX 77073	Attn: Lorenzo Simonelli Title: Chairman & CEO Phone: (713) 439-8600 Email: Fax: (337) 837-3493	Trade Payables				\$ 2,566,083
9	BNN Redtail, LLC 370 Van Gordon St Lakewood, CO 80228	Attn: Mark Ritchie Title: Co-Founder & Vice President Phone: (303) 357-4733 Email: mark.ritchie@bnn-energy.com	Trade Payables				\$ 2,338,161

Debtor Whiting Petroleum Corporation et al.

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Targa Resources Partners LP 811 Louisiana St Suite 2100 Houston, TX 77002	Attn: Matthew J. Meloy Title: CEO Phone: (713) 584-1000 Email: Fax: (713) 584-1100	Trade Payables				\$ 2,336,550
11	Sun Well Service Inc 118 84th St. W Williston, ND 58801	Attn: Kevin Jeffreys Title: Vice President Phone: (701) 774-3001 Email: Fax: (701) 774-0774	Trade Payables				\$ 2,090,568
12	Estvold Oilfield Services Inc 3962 84th Ave NW New Town, ND 58763	Attn: Jake Estvold Title: Owner Phone: (701) 627-4346 Email: Fax: (701) 627-2778	Trade Payables				\$ 1,713,026
13	Triangle Electric Inc 2644 1st Ave E Williston, ND 58801	Attn: David Hoerner Title: CFO Phone: (701) 157-6783 Email:	Trade Payables				\$ 1,691,100
14	Black Hawk Energy Services Ltd 118 84th St. Williston, ND 58801	Attn: Mike Davis Title: President & CEO Phone: (701) 774-0774 Email: Fax: (701) 774-3001	Trade Payables				\$ 1,654,054
15	Pioneer Drilling Services Ltd 1250 Northeast Loop 410 Suite 1000 San Antonio, TX 78209	Attn: Stacy Locke Title: President & CEO Phone: (210) 082-7689 Email: slocke@pioneers.com	Trade Payables				\$ 1,580,868
16	Purity Oilfield Services LLC 2101 Cedar Springs Road Suite 650 Dallas, TX 75201	Attn: Marshall T. Hunt Title: President Phone: (214) 472-1700 Email:	Trade Payables				\$ 1,507,326
17	CS Welding, LLC 1101 4th St SE Suite 206 Stanley, ND 58784	Attn: Cesar Salgado Title: President Phone: (701) 162-2706 Email:	Trade Payables				\$ 1,488,474
18	National Oilwell Varco LP 7909 Parkwood Circle Drive Houston, TX 77036	Attn: Jose Bayardo Title: Vice President & CFO Phone: (336) 660-3830 Email: jose.bayardo@nov.com Fax: (713) 435-2195	Trade Payables				\$ 1,452,065
19	Northern Oilfield Services, LLC 1637 44th St W Williston, ND 58801	Attn: Sheldon Van Vost Title: CEO Phone: (833) 356-5924 Email:	Trade Payables				\$ 1,413,341
20	McKenzie Energy Partners LLC PO Box 1037 Watford City, ND 58854	Attn: Thomas McKenzie Title: CEO Phone: (888) 858-7747 Email:	Trade Payables				\$ 1,374,319
21	CTAP, LLC 2585 Trailridge Dr East Lafayette, CO 80026	Attn: Seth Merrill Title: President Phone: (844) 488-2827 Email: Fax: (303) 661-0809	Trade Payables				\$ 1,127,198
22	Rusco Operating LLC 98 San Jacinto Blvd Suite 550 Austin, TX 78701	Attn: Xuan Yong Title: Owner Phone: (713) 355-6695 Email:	Trade Payables				\$ 1,100,399

Debtor Whiting Petroleum Corporation et al.

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	Atlas Oil Company 24501 Ecorse Rd Taylor, MI 48180	Attn: Joseph E. Rivera Title: CFO Phone: (313) 292-5500 Email: jrivera@atlasoil.com Fax: (313) 292-4580	Trade Payables				\$ 1,078,209
24	Key Energy Services LLC 1301 McKinney St Suite 1800 Houston, TX 77010	Attn: J. Marshall Dodson Title: President & CEO Phone: (713) 365-4300 Email: rsaltiel@keyenergy.com	Trade Payables				\$ 924,610
25	Chemoil Corporation 40 E. Sheridan Avenue Suite 400 Oklahoma City, OK 73104	Attn: Chad O'Neil Title: Vice President Phone: (405) 560-5436 Email: chad.oneil@chemoil.com Fax: (405) 605-5499	Trade Payables				\$ 843,215
26	NexTier Completion Solutions, Inc. 3990 Rogerdale Houston, TX 77042	Attn: Robert Drummond Title: President & CEO Phone: (713) 332-6000 Email:	Trade Payables				\$ 824,789
27	Jmac Resources Inc 121 48th Ave SW Williston, ND 58801	Attn: Darla Miller Title: CFO Phone: (701) 177-8511 Email: darlam@jmacresources.com	Trade Payables				\$ 789,776
28	Chevron USA Inc 6001 Bollinger Canyon Road San Ramon, CA 94583	Attn: Michael K. Wirth Title: CEO Phone: (925) 584-1000 Email: mkwirth@chevron.com	Trade Payables				\$ 770,648
29	Perfx Wireline Services LLC 1525 Raleigh Ave #500 Denver, CO 80204	Attn: Charlie Thomas Title: President Phone: (832) 242-0097 Email:	Trade Payables				\$ 767,139
30	Jamex Marketing, LLC C/o Reese Marketos LLP 750 N. Saint Paul St., Suite 600 Dallas, TX 75201	Attn: Joel Reese Title: Partner Phone: (214) 382-9801 Email: Joel.Reese@rm-firm.com	Litigation Claim	Contingent Unliquidated Disputed			Undetermined

Note: Unsecured amounts contain projected estimates of pre-petition liability as of the Petition Date and are subject to change as accrued liabilities are invoiced.



Official Form 201A (12/15)

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

WHITING PETROLEUM CORPORATION,

Debtor.

Chapter 11

Case No. 20-\_\_\_\_\_(\_\_\_\_)

**Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11**

If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-31899

The following financial data is the latest available information and refers to the debtor's condition on  
**December 31, 2019**

Total assets	\$	<u>\$7,636,721,000</u>	
Total debts (including debts listed in 2.c., below)	\$	<u>\$3,611,750,000</u>	
Debt securities held by more than 500 holders			
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>773,600,000</u>	Approximate number of holders: 760 Holders (5.75% Senior Notes due 2021)
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>408,300,000</u>	1,000 Holders (6.25% Notes due 2023)
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>                    </u>	
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>                    </u>	
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>                    </u>	
Number of shares of preferred stock			<u>None outstanding<sup>1</sup></u>
Number of shares of common stock			<u>91,773,739<sup>2</sup></u>
Comments, if any: _____			

Brief description of debtor's business: **We are an independent exploration and production company with an oil focused asset base. Our primary production and development activities are located in North Dakota and the Rocky Mountain region, with additional oil and gas properties located in Texas.**

List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
**Black Rock, Inc.; Dimensional Fund Advisors LP; FMR LLC; Hotchkis and Wiley Capital Management, LLC; State Street Corporation - SSGA Funds Management, Inc.; The Vanguard Group**

<sup>1</sup> As of March 6, 2020.

<sup>2</sup> As of March 27, 2020.

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
WHITING PETROLEUM CORPORATION,	)	
	)	Case No. 20-_____ (____)
Debtor.	)	
	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Whiting Petroleum Corporation	State Street Corporation - SSGA Funds Management, Inc.	State Street Financial Center Once Lincoln Street Boston, MA 02111	16.3%
Whiting Petroleum Corporation	Black Rock, Inc.	55 East 52nd Street New York, NY 10055	15.5%
Whiting Petroleum Corporation	The Vanguard Group	100 Vanguard Boulevard Malvern, PA 19355	10.72%
Whiting Petroleum Corporation	FMR LLC	245 Summer Street Boston, MA 02210	8.731%
Whiting Petroleum Corporation	Dimensional Fund Advisor LP	Building One 6300 Bee Cave Road Austin, TX 78746	7.52%
Whiting Petroleum Corporation	Hotchkis and Wiley Capital Management, LLC	600 S. Figueroa Street 39th Floor Los Angeles, CA	5.46%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as disclosed in Schedule 13G filed prior to February 15, 2020 with the Securities and Exchange Commission.

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re: ) Chapter 11  
WHITING PETROLEUM CORPORATION, ) Case No. 20-\_\_\_\_\_(\_\_\_\_)  
Debtor. )

## **CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
State Street Corporation - SSGA Funds Management, Inc.	16.3%
Black Rock, Inc.	15.5%
The Vanguard Group	10.72%

**WHITING PETROLEUM CORPORATION**

**OFFICER'S CERTIFICATE**

April 1, 2020

The undersigned, solely in his capacity as an officer of Whiting Petroleum Corporation, a Delaware corporation (the "Company"), and not in his individual or any other capacity, and without personal liability, hereby certifies in the name and on behalf of the Company that attached hereto as Annex A is a true, correct and complete copy of the resolutions adopted by the board of directors of the Company, authorizing the Company to file voluntary petitions for relief commencing cases under chapter 11 of title 11 of the United States Code, sections 101, *et seq.*

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned has executed this consent as of the date first written above.

/s/ *Bradley J. Holly*

Bradley J. Holly  
Chief Executive Officer

**Annex A**

Resolutions

[Attached]

**RESOLUTIONS  
OF THE  
BOARD OF DIRECTORS  
OF  
WHITING PETROLEUM CORPORATION**

**April 1, 2020**

WHEREAS, a telephonic meeting (the “Meeting”) of the Board of Directors (the “Board”) of Whiting Petroleum Corporation (the “Company”) on behalf of the Company and the direct and indirect subsidiaries identified on Schedule 1 attached hereto (together with the Company, the “Filing Entities”) was concluded on April 1, 2020.

WHEREAS, as set forth above, a requisite number of the members of the Board, constituting a quorum, participated throughout the Meeting. After it was confirmed that the Meeting was duly convened (and each member of the Board waived any notice requirements in connection therewith), those participating could hear each other and a quorum of the Board was in attendance, the Meeting was called to order.

WHEREAS, the Board has considered presentations by the Company’s management (the “Management”) and financial and legal advisors (collectively, the “Advisors”) regarding the liabilities and liquidity of each Filing Entity, the strategic alternatives available to it, and the effect of the foregoing on each Filing Entity’s business;

WHEREAS, following discussion, upon a motion duly made and seconded, the members of the Board at the Meeting (acting on behalf of the Company, in its own capacity) unanimously adopted and approved the following recitals and/or resolutions (the “Resolutions”) pursuant to the organizational documents of the Company and the laws of the state of Delaware; and

WHEREAS, the Board has consulted with Management and the Advisors and has fully considered each of the strategic alternatives available to each Filing Entity.

NOW, THEREFORE, BE IT:

**Chapter 11 Filing**

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Filing Entities, their creditors, and other parties in interest, that each Filing Entity shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief commencing a case (the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) or other court of competent jurisdiction; and

RESOLVED, that the President and Chief Executive Officer, Chief Financial Officer, Chief Restructuring Officer, Chief Operating Officer, Chief Administrative Officer General Counsel and Secretary, any Vice President, or any other duly appointed officer of any Filing Entity (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Filing Entities all petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Filing Entities’ businesses.

### **Cash Collateral and Adequate Protection**

RESOLVED, that the Filing Entities will obtain benefits from (a) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security pursuant to that certain Seventh Amended and Restated Credit Agreement, by and among Whiting Oil and Gas Corporation, as borrower, the Company, as parent guarantor, the lenders party thereto from time to time (the “RBL Lenders”), and JPMorgan Chase Bank, N.A., as the administrative agent (as amended, supplemented, or modified from time to time in accordance with the terms therein, the “Credit Agreement”), which provides for the Company’s reserve-based lending facility (the “RBL Facility”).

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Filing Entities will provide certain adequate protection to the RBL Lenders (the “Adequate Protection Obligations”), as documented in a proposed order in interim and final form (the “Cash Collateral Order”) and submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which the Filing Entities are or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Officers of any Filing Entity be, and hereby is, authorized and empowered, in the name of and on behalf of the Filing Entities, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Filing Entities will be parties, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the Cash Collateral Order, the “Cash Collateral Documents”), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the officers of any Filing Entity executing the same shall approve, such approval to be conclusively evidenced by such officers’ execution and delivery thereof.

RESOLVED, that the Filing Entities, as debtors and debtors in possession under the Bankruptcy Code be, and hereby are, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under



the Cash Collateral Documents (collectively, the “Cash Collateral Transactions”), including granting liens on its assets to secure such obligations.

### **Restructuring Term Sheet**

WHEREAS, in connection with the Chapter 11 Cases, the Filing Entities have engaged in good-faith negotiations with certain holders of the Company’s convertible notes and senior unsecured notes (the “Ad Hoc Group”) regarding the terms of a comprehensive restructuring as set forth in that certain Restructuring Term Sheet, dated as of April 1, 2020 (as may be amended in accordance with its terms, the “Restructuring Term Sheet”).

NOW, THEREFORE, BE IT,

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized to take all actions (including, without limitation, to negotiate and execute any agreements, documents, or certificates) necessary to enter into a restructuring support agreement consistent with the Restructuring Term Sheet and to consummate the transactions contemplated thereby in connection with the Chapter 11 Cases and that each Filing Entity’s performance of its obligations under the Restructuring Term Sheet hereby is, in all respects, authorized and approved.

### **Retention of Professionals**

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”), as counsel, to represent and assist the Filing Entities in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Filing Entities’ rights and remedies, including filing any motions, objections, replies, applications, or pleadings and conducting any potential sale process on behalf of the Filing Entities; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Jackson Walker LLP (“Jackson Walker”), as co-bankruptcy counsel, to represent and assist the Filing Entities in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Filing Entities’ rights and remedies, including filing any motions, objections, replies, applications, or pleadings and conducting any potential sale process on behalf of the Filing Entities; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Jackson Walker in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Moelis & Company (“Moelis”), as financial advisor and investment banker, to represent and assist the Filing Entities in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Filing Entities’ rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Moelis in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Alvarez & Marsal (A&M), as restructuring advisor, to represent and assist the Filing Entities in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Filing Entities’ rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&M in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ Bankruptcy Management Solutions, Inc. d/b/a/ Stretto (“Stretto”), as notice, claims, and solicitation agent, and as administrative advisor, to represent and assist the Filing Entities in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Filing Entities’ rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Stretto in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Filing Entities in carrying out their duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable; and

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases.

### **General Resolutions**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Filing Entity, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's or Authorized Officers' judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing Resolutions, as may be required by the organizational documents of any Filing Entity, or hereby waives any right to have received such notice;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Filing Entities, which acts would have been approved by the foregoing Resolutions except that such acts were taken before the adoption of these Resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Filing Entities with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Board;

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby is, authorized and empowered to take all actions or to not take any action in the name of and on behalf of the Filing Entities with respect to the transactions contemplated by these Resolutions hereunder as such Authorized Officer shall deem necessary, appropriate, or desirable in such Authorized Officer's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein; and

\* \* \* \* \*

**Schedule 1****Filing Subsidiaries of Whiting Petroleum Corporation**

<b>Subsidiary</b>	<b>Jurisdiction of Formation</b>
Whiting Canadian Holding Company Unlimited Liability Corporation	British Columbia, Canada
Whiting US Holding Company	Delaware (U.S.)
Whiting Oil and Gas Corporation	Delaware (U.S.)
Whiting Resources Corporation	Colorado (U.S.)

Fill in this information to identify the case and this filing:	
Debtor Name	Whiting Petroleum Corporation
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/01/2020  
MM/ DD/YYYY

☒ /s/ Correne S. Loeffler

Signature of individual signing on behalf of debtor

**Correne S. Loeffler**

Printed name

**Chief Financial Officer**

Position or relationship to debtor